

RESOLUTION 2005-55

A RESOLUTION CONCERNING COMMISSION RECOGNITION AND APPROVAL OF CORPORATE ROLL-UP TO FORM RESORTS INTERNATIONAL ENTERTAINMENT, LLC AS THE NEW GAMING PLATFORM AND ULTIMATE PARENT COMPANY OF ALL GAMING PROPERTIES OWNED AND CONTROLLED BY RESORTS/COLONY INCLUDING INDIANA LICENSEE, RIH ACQUISITIONS IN, LLC

The Indiana Gaming Commission (Commission) adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The Commission has considered the following factors:

1. Pursuant to Resolution 2005-25 and the April 21, 2005 Commission Order renewing the owner's license for a riverboat in East Chicago, RIH Acquisitions IN, LLC ("Resorts Indiana") holds a valid Indiana riverboat owner's license to own and manage a riverboat in East Chicago, Indiana. Resorts Indiana is currently in good standing with the Indiana Gaming Commission ("Commission").
2. In the last several years, Nicholas L. Ribis and Thomas J. Barrack, Jr. have partnered ("Resorts/Colony") to purchase a number of gaming properties starting with the Resorts property in Atlantic City New Jersey, followed by the Las Vegas Hilton and, most recently, a four property purchase which added a second Atlantic City property, two properties in Mississippi, and the Resorts Indiana property in East Chicago.
3. The ultimate parent company of Resorts Indiana is RIH Resorts, LLC ("RIH Resorts"). If this resolution is approved, Resorts International Entertainment, LLC ("RIE") will become the ultimate parent company of all Resorts/Colony properties, including RIH Resorts and Resorts Indiana.
4. The principals of each of the voting membership units of RIE, namely, Thomas J. Barrack, Jr. and Nicholas L. Ribis, have recently undergone full background investigations and were found suitable by the Commission less than six (6) months ago.
5. RIE, through counsel, has represented to Commission staff that no new key persons or substantial owners are being introduced as a result of the aforementioned corporate roll-up.
6. To date, any debt carried by the separate gaming properties has not been rolled-up or combined in any manner, such that the Commission need not consider any new debt transaction under the provisions of 68 IAC 5-3 *et seq.* at this time.
7. To the extent the formation of RIE as the new ultimate parent of Resorts Indiana may be considered a transfer of ownership interest in the Indiana riverboat owner's license, RIE and Resorts Indiana have requested a waiver of the procedures and/or background investigations that may commonly be associated with a transfer.
8. Pursuant to the provisions and restrictions of 68 IAC 5-2-6, the Commission is empowered waive, alter or restrict any such requirement or procedure.

NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:

SECTION 1: SCOPE

This resolution applies to RIH Acquisitions IN, LLC and its affiliates including Resorts International Entertainment, LLC.

SECTION 2: DEFINITIONS

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3: ACTION ON THE PROPOSED CORPORATE ROLL-UP AND WAIVER OF ANY POTENTIALLY APPLICABLE TRANSFER PROCEDURES AND/OR BACKGROUND INVESTIGATIONS.

The Commission hereby recognizes and approves the proposed corporate roll-up as it has been described herein and presented to the Commission, to date, through counsel for RIE and Resorts Indiana, and pursuant to 68 IAC 5-2-6, the Commission hereby:

GRANTS

(GRANTS OR DENIES)

a waiver of any potentially applicable procedures and/or background investigations normally associated with a transfer of ownership interest in a riverboat owner's license. Because of the factors enumerated herein, any such procedures and/or investigations would be impractical and unduly burdensome. Moreover, it is the position of the Commission that such waiver is in the best interest of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the regular transfer procedures.

Adoption of this resolution and the approval of the corporate roll-up does not in any way constitute a waiver of the Commission's authority or ability to approve or disapprove any future changes in the ownership of the riverboat owner's license, corporate structure, or other matters which are in any way relevant to the ownership or control of Resorts Indiana and/or its affiliates.

SECTION 5: EFFECTIVE DATE

This resolution is effective immediately.

ADOPTED THIS THE 26th DAY OF SEPTEMBER, 2005.

THE INDIANA GAMING COMMISSION:

Harold Calloway, Chair

ATTEST:

Donald R. Vowels, Secretary